UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

TEMPORARY

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR**

OMB Number: Expires:

February 28, 2009

Estimated average burden

PROCESSED

MAR 1 2 2009

UNIFORM LIMITED OFFERING EXT	THON	ISON REUTERS
Name of Offering (check if this is an amendment and name has changed, and indicate char	ge.)	100111111011111
Private placement of limited partnership interests in MidOcean Partners III-E, L		
Filing Under (Check box(es) that apply):	Rule 506 Section 4(6)	□ nroe
A. BASIC IDENTIFICATION DA	ГА	
Enter the information requested about the issuer		
Name of Issuer (check if this is an amendment and name has changed, and indicate changed MidOcean Partners III-E, L.P.		
Address of Executive Offices (Number and Street, City, State, Zip Code) 320 Park Avenue, Suite 1700, New York, NY 10022	Telephone Number (Including 212-497-1400	g Area Code)
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Includin	g Area Code)
Brief Description of Business Investing primarily in privately placed syndicated bank loans issued by companin related businesses.	ies in the media and communica	tions industries and
Type of Business Organization		SEC Mail Processin
corporation	other (please specify):	Section
business trust Iimited partnership, to be formed	<u></u>	
Actual or Estimated Date of Incorporation or Organization: Month Year 0 7 0 0	S Actual Estimate	。 片档 272000
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviat CN for Canada: FN for other foreign jurisdict	ion for State: on) DE	Washington, DC
GENERAL INSTRUCTIONS Note: This is a special Temporary Form D (17 CFR 239.500T) 239.500) only to issuers that file with the Commission a notice on Temporary Form D (17 CF format on or after September 15, 2008 but before March 16, 2009. During that period, an issue D (17 CFR 239.500) but, if it does, the issuer must file amendments using Form D (17 CFR 2.§ 230.503T. Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption unde 15 U.S.C. 77d(6). When to File: A notice must be filed no later than 15 days after the first sale of securities in the Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC after the date on which it is due, on the date it was mailed by United States registered or certif Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washingte Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must must be photocopies of the manually signed copy or bear typed or printed signatures. Information Required: A new filing must contain all information requested. Amendments ne changes thereto, the information requested in Part C, and any material changes from the information repuested to the filed with the SEC. Filing Fee: There is no federal filing fee.	R 239.500T) or an amendment to such also may file in paper format an in 39.500) and otherwise comply with a r Regulation D or Section 4(6), 17 C are offering. A notice is deemed filed C at the address given below or, if relied mail to that address. n, D.C. 20549 t be manually signed. Any copies not address of the issuer.	ch a notice in paper itial notice using Form all the requirements of FR 230.501 et seq. or with the U.S. ceived at that address of manually signed and offering, any
State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (UI ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice vare to be, or have been made. If a state requires the payment of a fee as a precondition to the accompany this form. This notice shall be filed in the appropriate states in accordance with statis notice and must be completed.	with the Securities Administrator in claim for the exemption, a fee in the	each state where sales proper amount shall
ATTENTION—		
Failure to file notice in the appropriate states will not result in a loss of the fede	ral exemption. Conversely, fai	lure to file the

appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

		A. BASIC IDENTII	FICATION DATA	<u></u>						
2. Enter the information reque	sted for the followi	ng:	-							
Each promoter of the iss			past five years;							
 Each beneficial owner h issuer; 	aving the power to	vote or dispose, or direct th	e vote or disposition of, 10%	or more of a class of	of equity securities of the					
 Each executive officer a 	nd director of corpo	orate issuers and of corporat	te general and managing partr	ners of partnership i	ssuers; and					
 Each general and manag 	ing partner of partn	ership issuers.								
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner					
Full Name (Last name first, if	ndividual)		·•							
MidOcean US Advis	or Holdings, LL	.C								
Business or Residence Address	(Number and Stree	et, City, State, Zip Code)								
320 Park Avenue, Su	320 Park Avenue, Suite 1700, New York, NY 10022									
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Sole Director of GP	Managing Member of GP					
Full Name (Last name first, if	individual)									
Ultramar Capital Ltd										
Business or Residence Address	(Number and Stree	et, City, State, Zip Code)								
320 Park Avenue, Su	ite 1700, New `	York, NY 10022								
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director	Managing Member of GP of GP					
Full Name (Last name first, if	individual)									
Virtue, J. Edward										
Business or Residence Address	s (Number and Stree	et, City, State, Zip Code)								
320 Park Avenue, Su	ite 1700, New '	York, NY 10022								
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director	Managing Member of GP of GP					
Full Name (Last name first, if	individual)			<u>-</u>						
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)								
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner					
Full Name (Last name first, if	individual)									
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)								

		· -		В.	INFORMA	TION ABO	UT OFFER	UNG				
1. Has t	the issuer so	old, or does		intend to s							Yes	No
2. What	t is the min	imum inve									\$500	0,000
* The Go	eneral Parti	ier may acc	ept investm	ents of sma	ller amount	ts.					Yes	No
	* The General Partner may accept investments of smaller amounts. 3. Does the offering permit joint ownership of a single unit?											
offer and/o assoc The	mission or a ring. If a poor or with a staciated person General Pa me (Last na	erson to be ate or state ons of such rtner may p	listed is an s, list the n a broker o permit inve	associated ame of the r dealer, yo stments of	person or broker or on the broker or on the broker or	agent of a dealer. If m forth the in	broker or d ore than fiv formation	ealer regist ve (5) perso	tered with tons to be li	the SEC sted are		
Busines	ss or Reside	nce Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Coo	le)					
Name o	of Associate	d Broker o	or Dealer					· · · · · · · · · · · · · · · · ·				
States in (Che	n Which Pe eck "All St	erson Listed	d Has Solic	cited or Intellual States)	ends to Sol	icit Purcha	sers				🔲 Al	States
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE	E OF PROCEEDS	·
1.	Enter the aggregate offering price of securities included in this offering and the total amount a "none" or "zero." If the transaction is an exchange offering, check this box \[\square\$ and indicate in the securities offered for exchange and already exchanged		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$-0-	\$- 0-
	Equity	\$-0-	\$-0-
	Common Preferred	<u>·····</u>	
	Convertible Securities (including warrants)	\$-0-	\$-0-
	Partnership Interests	\$24,420,000*	\$24,420,000*
	Other (specify)	\$-0-	\$-0-
	Total	\$24,420,000*	\$24,420,000*
2.	Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities dallar amounts of their nurchases. For offerings under Rule 504, indicate the number of per-	s in this offering and	
2.	Enter the number of accredited and non-accredited investors who have purchased securities dollar amounts of their purchases. For offerings under Rule 504, indicate the number of per and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "n Accredited Investors	s in this offering and sons who have purchaone" or "zero." Number Investors 16*	Aggregate Dollar Amount of Purchases \$24,420,000*
2.	Enter the number of accredited and non-accredited investors who have purchased securities dollar amounts of their purchases. For offerings under Rule 504, indicate the number of per and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "n Accredited Investors	s in this offering and sons who have purchaone" or "zero." Number Investors 16* -0-	Aggregate Dollar Amount of Purchases \$24,420,000*
2.	Enter the number of accredited and non-accredited investors who have purchased securities dollar amounts of their purchases. For offerings under Rule 504, indicate the number of per and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "n Accredited Investors	s in this offering and sons who have purchaone" or "zero." Number Investors 16* -0-	Aggregate Dollar Amount of Purchases \$24,420,000*
2.	Enter the number of accredited and non-accredited investors who have purchased securities dollar amounts of their purchases. For offerings under Rule 504, indicate the number of per and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "n Accredited Investors	s in this offering and sons who have purchasone" or "zero." Number Investors 16* -0- -0- securities sold by the	Aggregate Dollar Amount of Purchases \$24,420,000* \$-0- \$-0-
2.	Enter the number of accredited and non-accredited investors who have purchased securities dollar amounts of their purchases. For offerings under Rule 504, indicate the number of per and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "non-accredited Investors	s in this offering and sons who have purchasens or "zero." Number Investors 16* -0- -0- securities sold by the s in this offering. Class	Aggregate Dollar Amount of Purchases \$24,420,000* \$-0- \$-0- sissuer, to date, saify securities Dollar Amount
2.	Enter the number of accredited and non-accredited investors who have purchased securities dollar amounts of their purchases. For offerings under Rule 504, indicate the number of per and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "non-accredited Investors. Non-accredited Investors. Total (for filings under Rule 504 only). Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all sin offerings of the types indicated in the twelve (12) months prior to the first sale of securities by type listed in Part C – Question 1. Type of Offering	s in this offering and sons who have purchasons who have purchasons or "zero." Number Investors 16* -0- -0- securities sold by the s in this offering. Class	Aggregate Dollar Amount of Purchases \$24,420,000* \$-0- \$-0- sissuer, to date, ssify securities Dollar Amount Sold
33.	Enter the number of accredited and non-accredited investors who have purchased securities dollar amounts of their purchases. For offerings under Rule 504, indicate the number of per and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "non-accredited Investors	s in this offering and sons who have purchasons who have purchasons or "zero." Number Investors 16* -0- -0- securities sold by the s in this offering. Class	Aggregate Dollar Amount of Purchases \$24,420,000* \$-0- \$-0- sissuer, to date, saify securities Dollar Amount Sold \$0

Transfer Agent's Fees..... □ <u>\$-0-</u> **-0-**Printing and Engraving Costs Legal Fees..... \$30,000 Accounting Fees \$4,000 Engineering Fees \$-0-Sales Commission (specify finders' fees separately)..... □ \$-0-Other Expenses (identify) organizational expenses and blue sky fees \$1,000 Total **\$35,000**

^{*}Includes non-U.S. persons.

b.	and total expenses furnished in res	ggregate offering price given in response to ponse to Part C – Question 4.a. This differe	nce is the "adjus	ted	\$24,385,000
5.	each of the purposes shown. If the check the box to the left of the esti	djusted proceeds to the issuer used or propo amount for any purpose is not known, furni mate. The total of the payments listed must th in response to Part C – Question 4.b abov	ish an estimate an equal the adjuste	nd	
				Payments to Officers, Directors & Affiliates	Payments To Others
	Salaries and fees			s *	<u> </u>
	Purchase of real estate		[<u>s</u>	<u> </u>
	Purchase, rental or leasing and	installation of machinery and equipment	[<u> </u>	<u> </u>
	Construction or leasing of plan	t buildings and facilities	[<u> </u>	<u> </u>
	offering that may be used in ex	s (including the value of securities involved schange for the assets or securities of anothe	er issuer] \$	s
	Repayment of indebtedness	••••	[] <u>\$</u>	□ <u>\$</u>
	Working capital		[3	□ <u>s</u>
	Other (specify): Investment ca	pital to be used for the issuer's investments	C	<u>s</u>	\$24,385,000
		••••	C	<u>s</u>	□ <u>\$</u>
	Column Totals		🗵	l s *	\$24,385,000
	Total Payments Listed (column	ı totals added)		⊠ \$24	1,385,000
		icle that invests entirely in an affiliated liminds and portfolio companies, on a fee-free		_	
		D. FEDERAL SIGNATUR	E		
follo	wing signature constitutes an under	be signed by the undersigned duly authori- taking by the issuer to furnish to the U.S. S ished by the issuer to any non-accredited in	ecurities and Ex	change Commissi	on, upon written
Issu	er (Print or Type)	Signatura		Date	
Mid	Ocean Partners III-E, L.P.			February 26, 20	09
	ne of Signer (Print or Type)	Title of Signer (Print or Type)			
		By: MdOcean US Advisor Holding	-	•	
		By Hitramar Capital Ltd. managin	g member of ger	eral partner:	

ATTENTION

J. Edward Virtue

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

By: J. Edward Virtue, Chief Executive Officer

E. STATE SIGNATURE		
Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No ⊠
See Appendix, Column 5, for state response.		

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
MidOcean Partners III-E, L.P.		February <u>4</u> , 2009
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
	By: MidOcean US Advisor Holding	· · · · · · · · · · · · · · · · · · ·
	By: Ultramar Capital Ltd., managin	
J. Edward Virtue	By: J. Edward Virtue, Chief Execut	tive Officer

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2	2	3			5 Disqualification			
	Intond	to gull	Type of security					under Sta (if yes,	
	Intend to non-a		and aggregate offering price		Type of	investor and		explana	
		s in State	offered in state			chased in State		waiver	
	(Part B	Item 1)	(Part C-Item 1)		(Part	C-Item 2)		(Part E-	Item 1)
1				Number of		Number of			
State	Yes	No		Accredited Investors	Amount	Non-Accredited Investors	Amount	Yes	No
AL		×	N/A	-0-	-0-	-0-	-0-		 ⊠
AK		⊠	N/A	-0-	-0-	-0-	-0-		⊠
AZ		⊠	N/A	-0-	-0-	-0-	-0-		
AR		⊠	N/A	-0-	-0-	-0-	-0-		Ø
CA		⊠	N/A	-0-	-0-	-0-	-0-		Ø
СО		×	N/A	-0-	-0-	-0-	-0-		Ø
СТ		⊠	Limited partnership interests	3	\$4,000,000	-0-	-0-		⊠
DE		×	N/A	-0-	-0-	-0-	-0-		Ø
DC		⊠	N/A	-0-	-0-	-0-	-0-		Ø
FL		⊠	Limited partnership interests	2	\$1,500,000	-0-	-0-		⊠
GA		×	N/A	-0-	-0-	-0-	-0-		⊠
НІ		⊠	N/A	-0-	-0-	-0-	-0-		☒
ID		⊠	N/A	-0-	-0-	-0-	-0-		Ø
IL.		⊠	Limited partnership interests	2	\$2,920,000	-0-	-0-		⊠
IN	0	Ø	N/A	-0-	-0-	-0-	-0-		⊠
IA			N/A	-()-	-0-	-0-	-0-		፟፟፟፟
KS		⊠	N/A	-0-	-0-	-0-	-0-		Ø
KY		Ø	N/A	-0-	-0-	-0-	-0-		☒
LA		⊠	N/A	-0-	-0-	-0-	-0-		⊠
МЕ		⊠	N/A	-0-	-0-	-0-	-0-		⊠
MD		⊠	Limited partnership interests	ı	\$1,000,000	-0-	-0-		⊠
МА		Ø	Limited partnership interests	l	\$1,250,000	-0-	-0-		Ø
MI		Ø	N/A	-0-	-0-	-0-	-0-		⊠
MN		⊠	N/A	-0-	-0-	-0-	-0-		⊠
MS		Ø	N/A	-0-	-0-	-0-	-0-		⊠
МО		⊠	N/A	-0-	-0-	-0-	-0-		⊠
МТ		⊠	N/A	-0-	-0-	-0-	-0-		Ø

APPENDIX

I		to sell	3 Type of security and aggregate		4			5 Disqualification under State ULOE (if yes, attach	
	to non-a	ccredited s in State -Item 1)	offering price offered in state (Part C-Item 1)		amount pur	investor and rehased in State C-Item 2)		explanation of waiver granted) (Part E-Item 1)	
G	,,			Number of Accredited		Number of Non-Accredited		.,	N.
State	Yes	No	N//	Investors	Amount	Investors	Amount -0-	Yes	No No
NE			N/A	-0-	-0-	-0-			⊠
NV			N/A	-0-	-0-	-0-	-0-		⊠
NH		⋈	N/A	-0-	-0-	-0-	-0-		Ø
NJ		⊠	Limited partnership interests	1	\$10,000,000	-0-	-0-		Ø
NM		⊠	N/A	-0-	-0-	-0-	-0-		ឪ
NY		×	Limited partnership interests	2	\$2,000,000	-0-	-0-		Ø
NC		⋈	N/A	-0-	-0-	-0-	-0-		⊠
ND		Ø	N/A	-0-	-0-	-0-	-0-		Ø
ОН		×	Limited partnership interests	l	\$500,000	-0-	-0-		Ø
ОК		⋈	N/A	-0-	-0-	-0-	-0-		⋈
OR		×	N/A	-0-	-0-	-0-	-0-		Ø
PA			N/A	-0-	-0-	-0-	-0-		⊠
RI		Ø	N/A	-0-	-0-	-0-	-0-		Ø
sc			N/A	-0-	-0-	-0-	-0-		⋈
SD		Ø	N/A	-0-	-0-	-0-	-0-		Ø
TN		⋈	N/A	-0-	-0-	-0-	-0-		⋈
TX		Ø	N/A	-0-	-0-	-0-	-0-		Ø
UT		⋈	N/A	-0-	-0-	-0-	-0-		⋈
VT		Ø	N/A	-0-	-0-	-0-	-0-	- O	Ø
VA		⊠	N/A	-0-	-0-	-0-	-0-		Ø
WA		Ø	N/A	-0-	-0-	-0-	-0-		⊠
wv		⊠	N/A	-0-	-0-	-0-	-0-		⊠
WI		⊠	N/A	0	-0-	-0-	-0-		Ø
WY		⊠	Limited partnership interests	1	\$250,000	-0-	-0-		Ø
PR		⊠	N/A	-0-	-0-	-0-	-0-		×

